A BILL FOR AN ACT

To further amend section 103 of title 36 of the Code of the Federated States of Micronesia (Annotated), to clarify the documents required to be filed by a Major Corporation, and for other purposes.

BE IT ENACTED BY THE CONGRESS OF THE FEDERATED STATES OF MICRONESIA:

Section 1. Section 103 of title 36 of the Code of the Federated States of Micronesia (Annotated), is hereby further amended to read as follows:

"Section 103. Application for charter – Articles of Incorporation.

(1) An association of persons seeking a charter as a corporation shall submit for approval of the President of the Federated States of Micronesia, or his designee, articles of incorporation which shall provide at least the following information:

(a) proposed name of the corporation;

(b) principal office or place of business;

(c) proposed duration;

(d) purposes;

(e) powers;

(f) capitalization;

(g) names of incorporators, which shall be one or more;

(h) number of directors, which shall be one or
more, and proposed officers;

    (i) name(s) of director(s) and officers to
serve until first election;

    (j) provisions of management, if any;

    (k) provisions for voting by members;

    (l) provisions for shareholding, if any;

    (m) disposition of financial surplus;

    (n) provisions for liquidation;

    (o) provisions for amendment of articles of
incorporation.

(2) A major corporation as defined under chapter 3
of title 54 of the Code must submit an affidavit of
stock [or] and institutionalized financial report or
document to the Office of the Registrar by the
President and Secretary of the corporation as named
in the articles of incorporation not later than sixty
(60) days from the date of receipt of the certificate
of incorporation.

(3) The affidavit of stock referred to under
subsection (2) of this section, articles of
incorporation and subsequent amendments, dissolution,
liquidation and merger documents shall be notarized
by an authorized FSM notary or a notary public
accredited by the Registrar of Corporations pursuant
to Public Law No. 16-47.”
Section 2. This act shall become law upon approval by the President of the Federated States of Micronesia or upon its becoming law without such approval.

Date: 2/10/16
Introduced by: /s/ Victor V. Gouland

Victor V. Gouland